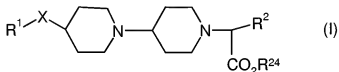


Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound of formula (I):



wherein:

X is CH₂, C(O), O, S, S(O), S(O)₂ or NR³;

R¹ is hydrogen, C₁₋₆ alkyl, aryl or heterocyclyl;

R² is C₃₋₇ cycloalkyl {optionally substituted by C₁₋₄ alkyl, aryl or oxo}, C₃₋₇ cycloalkenyl {optionally substituted by oxo, C₁₋₆ alkyl or aryl}, aryl or heterocyclyl; wherein the foregoing aryl and heterocyclyl moieties are optionally substituted by: halogen, cyano, nitro, hydroxy, oxo, S(O)_pR⁴, OC(O)NR⁵R⁶, NR⁷R⁸, NR⁹C(O)R¹⁰, NR¹¹C(O)NR¹²R¹³, S(O)₂NR¹⁴R¹⁵, NR¹⁶S(O)₂R¹⁷, C(O)NR¹⁸R¹⁹, C(O)R²⁰, CO₂R²¹, NR²²CO₂R²³, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy(C₁₋₆)alkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₁₋₆ alkoxy(C₁₋₆)alkoxy, C₁₋₆ alkylthio, C₁₋₆ haloalkylthio, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl (~~itself~~ optionally substituted by C₁₋₄ alkyl or oxo), methylenedioxy, difluoromethylenedioxy, phenyl, phenyl(C₁₋₄)alkyl, phenoxy, phenylthio, phenyl(C₁₋₄)alkoxy, heterocyclyl, heterocyclyl(C₁₋₄)alkyl, heterocyclyloxy or heterocyclyl(C₁₋₄)alkoxy; wherein any of the immediately foregoing phenyl and heterocyclyl moieties are optionally substituted with halogen, hydroxy, nitro, S(O)_q(C₁₋₄ alkyl), S(O)₂NH₂, cyano, C₁₋₄ alkyl, C₁₋₄ alkoxy, C(O)NH₂, C(O)NH(C₁₋₄ alkyl), C(O)N(C₁₋₄ alkyl)₂ (and these alkyl groups ~~may join optionally being joined~~ to form a ring as described for R⁵ and R⁶ below), CO₂H, CO₂(C₁₋₄ alkyl), NHC(O)(C₁₋₄ alkyl), NHS(O)₂(C₁₋₄ alkyl), C(O)(C₁₋₄ alkyl), CF₃ or OCF₃;

p and q are, independently, 0, 1 or 2;

$R^3, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{18}, R^{19}, R^{20}, R^{21}$ and R^{22} are, independently, hydrogen, C_{1-6} alkyl (optionally substituted by halogen, hydroxy or C_{3-10} cycloalkyl), $CH_2(C_{2-6}$ alkenyl), phenyl (itself optionally substituted by halogen, hydroxy, nitro, NH_2 , $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl) $_2$, $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 below), CO_2H , $CO_2(C_{1-4}$ alkyl), $NHC(O)(C_{1-4}$ alkyl), $NHS(O)_2(C_{1-4}$ alkyl), $C(O)(C_{1-4}$ alkyl), CF_3 or OCF_3 or heterocyclyl (itself optionally substituted by halogen, hydroxy, nitro, NH_2 , $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl) $_2$, $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, $S(O)_2NH(C_{1-4}$ alkyl), $S(O)_2N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 below), cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 below), CO_2H , $CO_2(C_{1-4}$ alkyl), $NHC(O)(C_{1-4}$ alkyl), $NHS(O)_2(C_{1-4}$ alkyl), $C(O)(C_{1-4}$ alkyl), CF_3 or OCF_3 ;

alternatively NR^5R^6 , NR^7R^8 , $NR^{12}R^{13}$, $NR^{14}R^{15}$, $NR^{18}R^{19}$, ~~may~~, independently, form a 4-7 membered heterocyclic ring, azetidine, pyrrolidine, piperidine, azepine, 1,4-morpholine or 1,4-piperazine, the latter optionally substituted by C_{1-4} alkyl on the distal nitrogen;

R^4, R^{17} and R^{23} are, independently, C_{1-6} alkyl (optionally substituted by halogen, hydroxy or C_{3-10} cycloalkyl), $CH_2(C_{2-6}$ alkenyl), phenyl (itself optionally substituted by halogen, hydroxy, nitro, NH_2 , $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 above), $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, $S(O)_2NH(C_{1-4}$ alkyl), $S(O)_2N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 above), cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 above), CO_2H , $CO_2(C_{1-4}$ alkyl), $NHC(O)(C_{1-4}$ alkyl), $NHS(O)_2(C_{1-4}$ alkyl), $C(O)(C_{1-4}$ alkyl), CF_3 or OCF_3) or heterocyclyl (itself optionally substituted by halogen, hydroxy, nitro, NH_2 , $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 above), $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, $S(O)_2NH(C_{1-4}$ alkyl), $S(O)_2N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally being joined to form a ring as described for R^5 and R^6 above), cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl) $_2$ (and these alkyl groups may-join optionally

being joined to form a ring as described for R^5 and R^6 above), CO_2H , $CO_2(C_{1-4} \text{ alkyl})$, $NHC(O)(C_{1-4} \text{ alkyl})$, $NHS(O)_2(C_{1-4} \text{ alkyl})$, $C(O)(C_{1-4} \text{ alkyl})$, CF_3 or OCF_3);

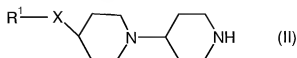
R^{24} is hydrogen, C_{1-6} alkyl or benzyl;

or an N-oxide thereof; or a pharmaceutically acceptable salt thereof; ~~or a solvate thereof.~~

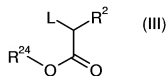
2. (Original) A compound of formula (I) as claimed in claim 1 wherein X is O.
3. (Previously Presented) A compound of formula (I) as claimed in claim 1 wherein R^{24} is hydrogen.
4. (Previously Presented) A compound of formula (I) as claimed in claim 1 wherein R^1 is phenyl optionally substituted with fluorine, chlorine, C_{1-4} alkyl or C_{1-4} alkoxy.
5. (Currently amended) A compound of formula (I) as claimed in claim 1 wherein R^2 is phenyl or heterocyclyl, either of which is optionally substituted by: halo, hydroxy, nitro, cyano, amino, C_{1-4} alkyl (itself optionally substituted by $S(O)_2(C_{1-4} \text{ alkyl})$ or $S(O)_2\text{phenyl}$), C_{1-4} alkoxy, $S(O)_pR^4$ (wherein p is 0, 1 or 2), $C(O)NH_2$, $NHS(O)_2(C_{1-4} \text{ alkyl})$, $S(O)_2NH_2$, $S(O)_2NH(C_{1-4} \text{ alkyl})$ or $S(O)_2N(C_{1-4} \text{ alkyl})_2$; and R^4 is C_{1-4} alkyl, C_{1-4} hydroxyalkyl, C_{3-7} cycloalkyl or C_{3-7} cycloalkyl(C_{1-4} alkyl).

6. (Currently Amended) A process for preparing a compound of formula (I) as claimed in claim 1, the process comprising:

- i. coupling a compound of formula (II):

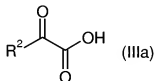


with a compound of formula (III):



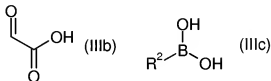
wherein L is a suitable leaving group, in a suitable solvent; or,

- ii. reductive amination of a compound (II) with an ester compound of formula (IIIa):



in the presence of $\text{NaBH}(\text{OAc})_3$ and acetic acid, followed optionally by removal of the ester group; or

- iii. a three component coupling of a compound of formula (II) with compounds of formula (IIIb) and (IIIc):



7. (Currently Amended) A pharmaceutical composition which comprises a compound of the formula (I), or a pharmaceutically acceptable salt thereof ~~or solvate thereof~~ as claimed in claim 1, and a pharmaceutically acceptable adjuvant, diluent or carrier.

8-9. (Cancelled)

10. (Currently Amended) A method comprising:
 treating a ~~chemokine mediated disease state~~ autoimmune, inflammatory, proliferative, or hyperproliferative disease, rejection of transplanted organs or tissues, or Acquired Immunodeficiency Syndrome in a mammal suffering from, or at risk of, said disease, which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of formula (I), or a pharmaceutically acceptable salt thereof ~~or solvate thereof~~ as claimed in claim 1.